

Fill in this information to identify the case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXASCase number (if known): _____ Chapter 7☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/16**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Ventech Engineers L.P.
2. All other names debtor used in the last 8 years fka Ventech, Inc.
 Include any assumed names, trade names and *doing business as* names
3. Debtor's federal Employer Identification Number (EIN) 9 0 - 0 9 0 0 9 4 3
4. Debtor's address

Principal place of business <u>100 Pasadena Blvd.</u> Number Street _____ _____ <u>Pasadena TX 77506</u> City State ZIP Code <u>Harris</u> County	Mailing address, if different from principal place of business _____ Number Street _____ P.O. Box _____ _____ City State ZIP Code Location of principal assets, if different from principal place of business _____ Number Street _____ _____ City State ZIP Code
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5. Debtor's website (URL) www.ventech-eng.com
6. Type of debtor

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☒ Partnership (excluding LLP)
☐ Other. Specify: _____

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)

☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

2 3 7 1

Check one:

- ☒ Chapter 7
☐ Chapter 9
☐ Chapter 1

Check all that apply:

- ☐ Debtor's aggregate unsecured liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

☒ No

☐ Yes. District _____ When _____ Case number _____
 MM / DD / YYYY

District _____ When _____ Case number _____
 MM / DD / YYYY

District _____ When _____ Case number _____
 MM / DD / YYYY

Debtor **Ventech Engineers L.P.**

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No☒ Yes.Debtor **See attached**

Relationship _____

District _____

When _____

MM / DD / YYYY

Case number, if known _____

Debtor _____

Relationship _____

District _____

When _____

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:*☒

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention?*(Check all that apply.)*☐

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐

It needs to be physically secured or protected from the weather.

☐

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐

Other _____

Where is the property?

Number _____ Street _____

City _____

State _____

ZIP Code _____

Is the property insured?☐

No

☐

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☐

Funds will be available for distribution to unsecured creditors.

☒

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

Debtor **Ventech Engineers L.P.**

Case number (if known) _____

14. Estimated number of creditors
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |
15. Estimated assets
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |
16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - ☒ I have been authorized to file this petition on behalf of the debtor.
 - ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 5-26-2017
MM / DD / YYYY

X Kefalari L. Mason Kefalari L. Mason
Signature of authorized representative of debtor Printed name

Title Authorized Representative

18. Signature of attorney

X Timothy A. Davidson II Date 5/26/2017
Signature of attorney for debtor MM / DD / YYYY

Timothy A. ("Tad") Davidson II

Printed name

Andrews Kurth Kenyon LLP

Firm name

600 Travis

Number Street

Suite 4200

Houston

City

TX

State

77002

ZIP Code

(713) 220-4200

Contact phone

24012503

Bar number

TadDavidson@andrewskurth.com

Email address

TX

State

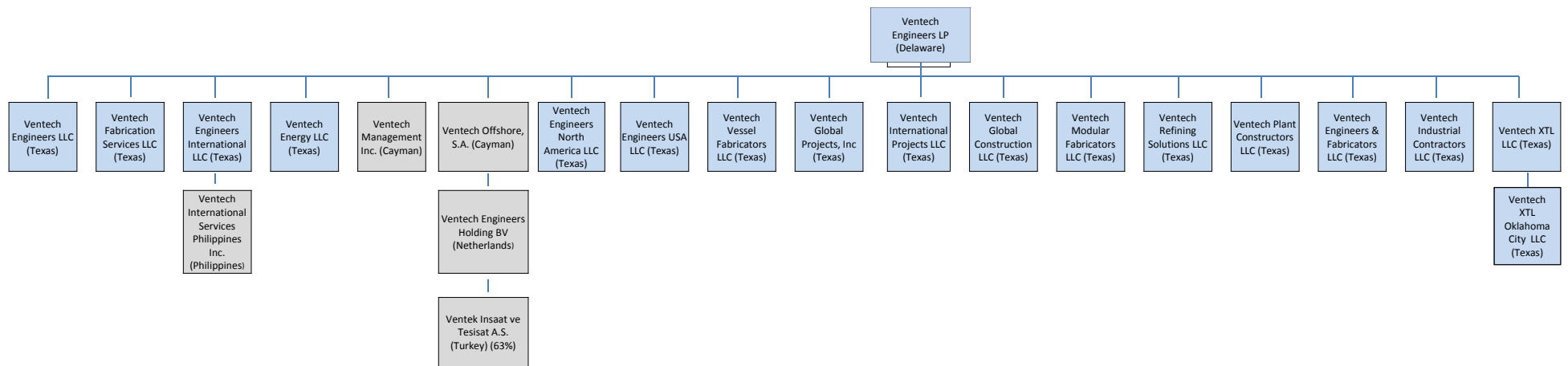
Attachment**Petition, Form 201, Question 10**



On the date hereof, each of the affiliated entities listed below (collectively, the “Debtors”) will file or has filed a voluntary petition for relief under chapter 7 title 11 of the United States Code, in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”).

A corporate structure chart is also attached.

	Debtor Name	State/Country	Federal EIN
1.	Ventech Engineers L.P.	Delaware	90-0900943
2.	Ventech Engineers LLC	Texas	74-1587644
3.	Ventech Fabrication Services LLC	Texas	76-0596482
4.	Ventech Engineers International LLC	Texas	74-1875030
5.	Ventech Energy LLC	Texas	76-0071829
6.	Ventech Engineers North America LLC	Texas	26-2607325
7.	Ventech Engineers USA LLC	Texas	26-2607499
8.	Ventech Vessel Fabricators LLC	Texas	26-3416525
9.	Ventech Global Projects, Inc.	Texas	27-0459146
10.	Ventech International Projects LLC	Texas	27-2092187
11.	Ventech Global Construction, LLC	Texas	46-1130736
12.	Ventech Modular Fabricators LLC	Texas	46-1162960
13.	Ventech Refining Solutions LLC	Texas	46-1876454
14.	Ventech Plant Constructors LLC	Texas	46-1865107
15.	Ventech Engineers & Fabricators, LLC	Texas	46-1852106
16.	Ventech Industrial Contractors, LLC	Texas	46-1806842
17.	Ventech XTL LLC	Texas	46-3622500
18.	Ventech XTL Oklahoma City LLC	Texas	30-0825549

Corporate Structure



-  - Debtor entity
-  - Non-debtor entity

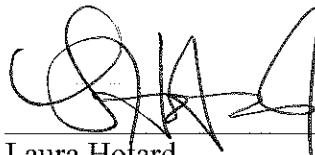
**VENTECH GP LLC,
GENERAL PARTNER OF VENTECH ENGINEERS L.P.**

SECRETARY'S CERTIFICATE

The undersigned, Laura Hotard, Secretary of the special meeting of the Board of Directors (the "Board") of Ventech GP LLC (the "Company"), the general partner of Ventech Engineers L.P., a Delaware limited partnership ("Ventech"), hereby certifies on behalf of the Company as follows:

1. The resolutions attached hereto were duly adopted by the Board of Directors of the Company on May 24, 2017 at a special meeting;
2. Said resolutions have not been amended or revoked and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the 24th day of May, 2017.

A handwritten signature in black ink, appearing to be 'L. Hotard', written over a horizontal line.

Laura Hotard
Secretary of the Special Meeting and
General Counsel of Ventech

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
VENTECH GP LLC**

May 24, 2017

**APPROVAL OF DISSOLUTION AND FILING OF CHAPTER 7 BANKRUPTCY
PROCEEDINGS**

WHEREAS, at a special meeting of the Board held on May 24, 2017, the Board discussed and considered the financial condition of Ventech, and the Board received and reviewed reports furnished to them concerning the financial condition of Ventech; and

WHEREAS, the Board discussed the prospect of liquidating Ventech under the provisions of Chapter 7 and Chapter 11 of the United States Bankruptcy Code (the “Code”); and

WHEREAS, the Board discussed the prospect of liquidating under Chapter 7 of the Code the following Partnership Entities in which Ventech holds a 100% membership interest: Ventech Engineers LLC; Ventech Fabrication Services LLC; Ventech Engineers International LLC; Ventech Energy LLC; Ventech Engineers North America LLC; Ventech Engineers USA LLC; Ventech Vessel Fabricators LLC; Ventech Global Projects, Inc.; Ventech International Projects LLC; Ventech Global Construction LLC; Ventech Modular Fabricators LLC; Ventech Refining Solutions LLC; Ventech Plant Constructors LLC; Ventech Engineers & Fabricators LLC; Ventech Industrial Contractors LLC; Ventech XTL LLC; Ventech XTL Oklahoma City LLC (each a “Ventech Entity” and collectively, the “Ventech Entities”); and

WHEREAS, following extensive discussions in the meeting and it appearing, in the business judgment of the Board, that Ventech and the Ventech Entities should be liquidated under the supervision of the United States Bankruptcy Court and upon motion duly made, seconded and carried, the Board authorized the liquidation of Ventech and the Ventech Entities under the provisions of Chapter 7 of the Code (the “Chapter 7 Cases”); and

WHEREAS, Ventech Holdings 3, LLC, a Delaware limited liability company (“Cooper”), in Cooper’s capacity as the majority holder of Class A Limited Partnership Units of Ventech, and Stanley Investment Partners, Inc., a Texas corporation (“Stanley” and together with Cooper, the “Limited Partners”), in Stanley’s capacity as the sole holder of Class B Limited Partnership Units of Ventech, voted and approved the commencement of Chapter 7 Cases for Ventech and the Ventech Entities in accordance with the provisions of the Amended and Restated Agreement of Limited Partnership of Ventech Engineers L.P, as amended; and

WHEREAS, the resolutions stated below will evidence both the Board’s and the Limited Partners’ authorization of the Chapter 7 Cases; and

WHEREAS, the Board, having been fully apprised of all of the material facts related to the Chapter 7 Cases and having carefully considered the alternatives available to Ventech and the

Ventech Entities at this time, has determined that the Chapter 7 Cases provide the only possibility of unsecured creditors receiving any recovery on their claims; and

WHEREAS, all officers, managers and employees of the Company, Ventech and the Ventech Entities will be terminated upon the filing of the Chapter 7 Cases triggering the severance obligations under each officer's individual employment agreement with the Company; and

WHEREAS, the Board will remove all officers of Ventek Insaat ve Tesisat A.S. (aka Ventech Construction and Installation Company), Ventech Engineers Holding BV, Ventech International Services Philippines, Inc., Ventech Management Inc. and Ventech Offshore, SA (each, a "Foreign Entity" and collectively, the "Foreign Entities") from their roles with each Foreign Entity; and

WHEREAS, in connection with the Chapter 7 Cases, the Board has determined it to be in the best interests of Ventech and the Ventech Entities, and their respective creditors, limited partners and members, as applicable, to appoint Kefalari L. Mason (the "Authorized Representative") as Ventech's and the Ventech Entities' representative to oversee the Chapter 7 Cases and that Ms. Mason will be paid \$25,000 by the Company for performing such services; and

WHEREAS, in connection with the Chapter 7 Cases, the Board has determined it to be in the best interests of Ventech and the Ventech Entities, and their respective creditors, and limited partners and members, as applicable, to retain the firm of Andrews Kurth Kenyon LLP, to represent Ventech and the Ventech Entities in each of their cases under the Code upon such retainer and compensation agreement as may seem, in the sole discretion of the Authorized Representative, to be appropriate.

NOW, THEREFORE, BE IT

RESOLVED, that Ventech and the Ventech Entities, at the earliest opportunity, seek to liquidate by each initiating a case under the provisions of Chapter 7 of the Code; and further

RESOLVED, that each of the Company, Ventech and the Ventech Entities are authorized to appoint the Authorized Representative as Ventech's and the Ventech Entities' representative to oversee the Chapter 7 Cases and that the Authorized Representative will be paid \$25,000 by the Company for performing such services; and further

RESOLVED, that the Authorized Representative, and any employees or agents (including counsel or financial adviser) designated by or directed by the Authorized Representative, be, and they hereby are, authorized and empowered, in the name of and behalf of Ventech and/or the Ventech Entities acting in the applicable capacities to execute, verify, and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to perform any and all further acts and deeds the Authorized Representative deems necessary, proper or desirable in connection with the Chapter 7 Cases with a view to the successful prosecution of the Chapter 7 Cases; and further

RESOLVED, that all officers, managers and employees of the Company, Ventech and the Ventech Entities are terminated upon the filing of the Chapter 7 Cases triggering the severance obligations under each officer's individual employment agreement with the Company; and further

RESOLVED; that all officers of each Foreign Entity shall be removed from their office with such Foreign Entity upon the filing of the Chapter 7 cases; and further

RESOLVED, that each of the Company, Ventech and the Ventech Entities are authorized and directed to employ and retain the firm of Andrews Kurth Kenyon LLP to represent Ventech and the Ventech Entities in each of their cases under the Code upon such retainer and compensation agreement as may seem, in the sole discretion of the Authorized Representative, to be appropriate; and further

RESOLVED, that all actions heretofore taken by the officers, directors, managers or members of Ventech and the Ventech Entities in connection with the subject of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects as the acts and deeds of Ventech and the Ventech Entities; and further

RESOLVED, that all prior lawful acts taken or caused to be taken by or on behalf of the Company, Ventech or any of the Ventech Entities by its officers, directors, managers, members and authorized agents, including, but not limited to, any and all acts taken or caused to be taken in connection with the foregoing resolutions, which was done in reliance on the Board's expressed desire to dissolve Ventech and the Ventech Entities, and the negotiation and preparation of documents and actions ancillary thereto are hereby ratified, approved and confirmed in all respects and adopted as the acts of Ventech and the Ventech Entities; and further

RESOLVED, that upon the filing of the Chapter 7 Cases bankruptcy petitions all directors, managers, members and officers of Ventech and the Ventech Entities are discharged of their duties and shall no longer be directors or officers of Ventech or the Ventech Entities, or its affiliates; and further

EMPLOYMENT AGREEMENT WITH IAN ANDERSON

WHEREAS, the Company and Ian Anderson, the Company's President and Chief Executive Officer, are parties to an Executive Employment Agreement dated November 3, 2015 (the "Employment Agreement") that contains a Non-Competition and Non-Solicitation provision that the Board wishes to waive effective upon the filing of the Chapter 7 Cases.

NOW, THEREFORE, BE IT

RESOLVED, that Section 7.2 of the Employment Agreement be, and it hereby is, waived effective upon the filing of the Chapter 7 Cases and the Company's officers are authorized to enter into an amendment to the Employment Agreement effecting such waiver.

General Enabling Resolutions

RESOLVED, that any of the appropriate officers, managers and members of Ventech or the Ventech Entities be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Ventech or the Ventech Entities any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Ventech or the Ventech Entities, as each such officer, manager or member, as applicable, in his, her or its discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts to be conclusive evidence of the approval of the Board thereof and all matters relating thereto; and further

RESOLVED, that all actions heretofore taken by the officers, directors, members and managers of Ventech or the Ventech Entities with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

* * *